

WILLKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, New York 10019-6099  
(212) 728-8000

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Chapter 11
Lehman Brothers Holdings Inc., <u>et al.</u> ,	)	
	)	Case No. 08-13555 (JMP)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

**SIXTH AMENDED VERIFIED STATEMENT OF  
WILLKIE FARR & GALLAGHER LLP PURSUANT TO BANKRUPTCY RULE 2019**

Marc Abrams, Esq. on behalf of Willkie Farr & Gallagher LLP (“WF&G”), as attorneys for each of the entities listed on Exhibit A hereto (collectively, the “Entities”), in connection with one or more of the above-captioned chapter 11 cases of Lehman Brothers Holdings, Inc. and its related debtors (collectively, the “Debtors”), makes the following statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure:

1. WF&G is counsel to each of the Entities in one or more of the above-captioned cases. The address for WF&G for purposes of this statement is 787 Seventh Avenue, New York, NY 10019.

2. The mailing address for each of the Entities is listed on Exhibit A hereto.

<sup>1</sup>

As of the date of the filing of this Sixth Amended Verified Statement, the Debtors in these cases are: (i) Lehman Brothers Holdings Inc.; (ii) Lehman Brothers Derivative Products Inc.; (iii) Lehman Commercial Paper Inc.; (iv) Lehman Brothers Commercial Corporation; (v) Lehman Brothers Financial Products Inc.; (vi) Lehman Scottish Finance L.P.; (vii) CES Aviation LLC ; (viii) CES Aviation V LLC; (ix) CES Aviation IX LLC; (x) East Dover Limited; (xi) Lehman Brothers Commodity Services Inc.; (xii) Lehman Brothers Special Financing Inc.; (xiii) Lehman Brothers OTC Derivatives Inc.; (xiv) PAMI Statler Arms LLC; (xv) LB 745 LLC; (xvi) Luxembourg Residential Properties Loan Finance S.a.r.l.; (xvii) BNC Mortgage LLC; (xviii) Structured Asset Securities Corporation; (xix) LB Rose Ranch LLC; (xx) LB 2080 Kalakaua Owners LLC; (xxi) Merit LLC; (xxii) LB Somerset LLC; and (xxiii) LB Preferred Somerset LLC.

3. Each of the Entities may hold claims against and/or interests in one or more of the Debtors arising out of applicable agreements, law or equity pursuant to their relationship with the Debtors.

4. The following are the facts and circumstances in connection with WF&G's employment in these cases. WF&G represented certain of the Entities prior to the Debtors' chapter 11 cases. Each of the Entities separately requested that WF&G represent it in various unrelated matters (except that The Pension Protection Fund and The Trustees of the Lehman Brothers Pension Scheme have requested that they be jointly represented by WF&G) in connection with one or more of the Debtors' chapter 11 cases.

5. In addition to the Entities listed on Exhibit A, WF&G represents certain additional parties solely in connection with asserting claims against one or more of the Debtors in these chapter 11 cases and/or as holders of interests that are or may be adverse to the Debtors (collectively, the "Adverse Parties"). To the extent that WF&G assumes active representation of such Adverse Parties in these chapter 11 cases, WF&G will file an amended verified statement pursuant to Bankruptcy Rule 2019 to list such parties.<sup>2</sup>

6. In addition, WF&G represents Ian Lowitt, former Chief Financial Officer of the Debtors, and Martin Kelly, former Global Financial Controller of the Debtors in litigation matters that are unrelated to these chapter 11 cases.

---

<sup>2</sup> The Debtors have requested that WF&G provide legal services relating to real estate transactions and matters (the "Real Estate Matters") to the Debtors. WF&G consented to provide such services and received a conflicts waiver from the Debtors permitting WF&G to be adverse to the Debtors in any matters, including, but not limited to, the representation of clients, whether existing or new, in respect of any matters other than the Real Estate Matters. WF&G was retained as an ordinary course professional effective as of July 8, 2010. WF&G's work for the Debtors in connection with the Real Estate Matters is wholly unrelated to its representation of the Entities listed on Exhibit A as well as any other entities referenced in Paragraph 5.

4471553.13

7. Collectively, the Debtors owe WF&G not less than \$328,064.71 for prepetition services.<sup>3</sup>

8. WF&G is still investigating whether it possesses any claims against any affiliates of the Debtors.

Dated: New York, New York  
July 29, 2011

**WILLKIE FARR & GALLAGHER LLP**

By: /s/ Marc Abrams  
Marc Abrams, Esq.

787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

---

<sup>3</sup> Members and associates of WF&G, in their individual capacities, may hold claims and/or equity interests in the Debtors.

**EXHIBIT A**

**LIST OF CLIENTS ADVISED**

Bloomberg L.P., Bloomberg Finance LP and their Affiliates  
731 Lexington Avenue  
New York, NY 10022  
(212) 318-2000

Fir Tree Value Master Fund, L.P. and Fir Tree Opportunity Master Fund, L.P.  
505 Fifth Avenue, 23rd Floor  
New York, NY 10017  
(212) 599-0090

Natixis Financial Products LLC  
9 West 57th Street  
35th Floor  
New York, NY 10019  
(212) 891-6100

OppenheimerFunds, Inc., Oppenheimer Strategic Income Fund and certain other funds and accounts  
advised or sub-advised by OppenheimerFunds, Inc. and its affiliates  
Two World Financial Center  
225 Liberty Street, 11th Floor  
New York, NY 10281  
(212) 323-0200

Quantum Partners LDC  
c/o Soros Fund Management LLC  
Citco Fund Services (Curacao) N.V.  
Kaya Flamboyen 9  
Curacao, Netherlands Antilles  
(599) (9) 732-2401

Royal Charter Properties - East, Inc.  
525 East 68th Street  
New York, NY 10065  
(212) 746-6500

The Pension Protection Fund  
Knollys House  
17 Addiscombe Road  
Croydon CR0 6SR  
United Kingdom

The Trustees of the Lehman Brothers Pension Scheme  
Lamorna  
Chapel Road  
Great Totham  
Maldon  
Essex CM9 8DA  
United Kingdom